

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	§	In Proceedings for a
	§	Reorganization under
W. R. GRACE & CO.,	§	Chapter 11
	§	
Debtors.	§	Jointly administered under
	§	Case No. 01-1139 (JKF)
	§	

**SECOND AMENDED AND RESTATED VERIFIED STATEMENT
OF BALDWIN & BALDWIN, L.L.P.
IN ACCORDANCE WITH BANKRUPTCY RULE 2019**

I, Scott Baldwin, Jr., a representative of Baldwin & Baldwin, LLP, declare as follows:

1. I am a principal shareholder in the law firm of Baldwin & Baldwin (the "Firm").
2. I have personal knowledge of the facts set forth herein, and I make this Amended Verified Statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure and in order to comply with the Court's Orders of October 22, 2004 and supplemental Order of June 17, 2005.
3. The Firm is a limited liability partnership organized under the laws of the State of Texas whose office is located at 400 West Houston Street, Marshall, Texas 75670.
4. As of the date of this Statement, Baldwin & Baldwin represents over one thousand personal injury creditors who have been injured by asbestos products manufactured, marketed, distributed, sold, or produced by Debtors and others, and therefore have claims against, *inter alia*, the Debtors.

5. Pursuant to this Court's Order, Exhibits "A" and "B" to this Statement are being provided in electronic format on CD to the Court's Clerk, attorneys for Debtor and to the U.S. Trustee. In further accordance with this Court's Order, the Exhibits are as follows:

Exhibit "A": Blank but unredacted exemplar of the contract authorizing Baldwin & Baldwin to act on behalf of the Creditors; and

Exhibit "B": Excel spreadsheet containing the following data:

- (1) Name and address of each Creditor;
 - (2) Reserved column for each Creditor's social security number if so required by the Court in the future;
 - (3) Identification of the exemplars;
 - (4) Amount of each liquidated claim or indication that the claim is unliquidated;
 - (5) Date of acquisition of the claim;
 - (6) Type of disease giving rise to the claim; and
 - (7) Pertinent facts related to employment of Baldwin & Baldwin.
6. The nature of the claim held by each Creditor is a personal injury tort claim for damages caused by asbestos products manufactured, sold or distributed by the Debtor.
7. Since the Creditors were exposed to asbestos products manufactured, sold or distributed by the Debtor more than one year prior to the filing of the above-captioned bankruptcy case, each of the Creditors may have "acquired" his or her claim more than one year prior to the filing of this bankruptcy case. The Creditors

affirmatively assert that the statutes of limitations applicable to their claims did not begin to run on the date of exposure and reserve all procedural and substantive rights pertaining to their claims.

8. The Creditors are represented by Baldwin & Baldwin under a fee agreement which is subject to the attorney-client privilege. Baldwin & Baldwin holds each such instrument as executed between the parties.
9. Baldwin & Baldwin does not hold any claims against or interests in the Debtor, excepting what some could characterize as a beneficial interest (contingency fee) in certain claims, settlements and/or judgment for asbestos personal injuries of some of Baldwin & Baldwin's clients.
10. The filing of this Amended Verified Statement does not in any way waive any rights including (i) the Creditors' rights to have final orders in non-core matters entered only after *de novo* review by a district judge; (ii) the Creditors' rights to trial by jury in any proceeding and any trial on their claims; (iii) the Creditors' rights to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal or abstention to the extent not previously directed; (iv) the Creditors' rights in not submitting themselves to the jurisdiction of the Bankruptcy Court; or (v) any other rights, claims, actions, defenses, reclamations, setoffs or recoupments to which the Creditors are or may be entitled to under any agreements, in law or equity, all of which Baldwin & Baldwin expressly reserves.
11. Exhibits "A" and "B" have not been scanned but may be accessed by parties who obtain a Court order authorizing access.

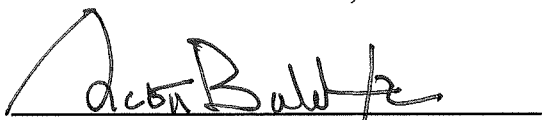
Should any corrections be needed in the future regarding this document, Baldwin & Baldwin, L.L.P. will amend and/or supplement in accordance with the Court's Order.

I declare under the penalty of perjury that the above statements are true and correct.

Executed this 26th day of July, 2008 in Marshall, Texas.

Respectfully submitted,

BALDWIN & BALDWIN, LLP

A handwritten signature in black ink, appearing to read "Scott Baldwin, Jr.", is written over a horizontal line.

Scott Baldwin, Jr.

Texas State Bar No. 01623800

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